

22013
RECORDATION NO. 22013

FEB 3 '99

2-45 PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

January 26, 1999

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of November 11, 1998 between the following parties:

Lessee: Ohio Valley Electric Corporation
One Riverside Plaza
Columbus, OH 43215

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

The car numbers involved in this transaction are OVEX 6560 - 6679.
Please file this agreement as a primary document. The amount of \$26.00 is included in the enclosed check No. 454667.

Sincerely,

THE DAVID J. JOSEPH COMPANY

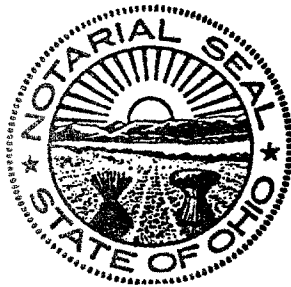
Julie M. Woodard
Documentation Assistant

Enclosures

CERTIFICATE

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Julie M. Woodard
DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

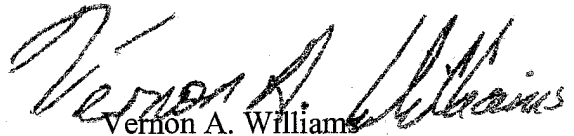
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/3/99 at 2:45 PM, and

assigned recordation numbers (s): 22013 and 22014.

Sincerely Yours,

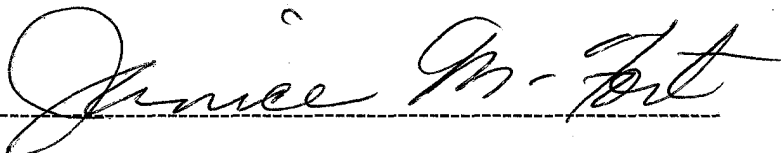

Vernon A. Williams

Enclosure(s)

52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 22013 FILED

FEB 3 '99

2-45 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 11th day of November, 1998, is intended to evidence the lease dated as of November 11, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO VALLEY ELECTRIC CORPORATION**, an Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred twenty (120) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC. OHIO VALLEY ELECTRIC CORPORATION

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

Date: November 11, 1998

By: Armando A. Pena

Name: Armando A. Pena

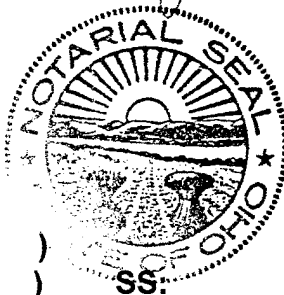
Title: Vice President

Date: November 19, 1998

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 11th day of November, 1998, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF Ohio)
)
COUNTY OF Franklin)

The foregoing instrument was acknowledged before me this 19th day of November, 1998, by Armando A. Pena, the Vice President of Ohio Valley Electric Corporation, an Ohio corporation, on behalf of the corporation.

Mark S. Tibberts
Notary Public

MARK S. TIBBERTS, Attorney At Law
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

EXHIBIT A

To the Memorandum of Lease dated November 11, 1998, between DJJ Transportation Services, Inc. and Ohio Valley Electric Corporation.

DESCRIPTION OF UNITS

One hundred twenty (120), 1999 Johnstown America built, Bethgon Coalporters with a 4480 cubic foot capacity bearing reporting marks as follows:

(To be inserted)